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*Attorneys for Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	:
	:
SEARS HOLDINGS CORPORATION, et al.,	:
	:
	:
Debtors.¹	:
-----X	

Chapter 11
Case No. 18-23538 (RDD)
(Jointly Administered)

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**NOTICE OF ADJOURNMENT OF HEARING
ON DEBTORS' MOTION FOR AUTHORITY TO (A) OBTAIN
POSTPETITION FINANCING, (B) USE CASH COLLATERAL, (C) GRANT
CERTAIN PROTECTIONS TO PREPETITION SECURED PARTIES,
AND (D) SCHEDULE SECOND INTERIM HEARING AND FINAL HEARING
(WITH RESPECT TO THE DIP ABL FINANCING AND JUNIOR DIP FINANCING)**

PLEASE TAKE NOTICE that the hearing on Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**” and, together with their non-debtor affiliates, the “**Company**”), *Motion for Authority to (A) Obtain Postpetition Financing, (B) Use Cash Collateral, (C) Grant Certain Protections to Prepetition Secured Parties, and (D) Schedule Second Interim Hearing and Final Hearing [ECF No. 7]* (the “**Motion**”), with respect to the DIP ABL Financing and Junior DIP Financing (as defined in the Motion), which was previously scheduled for November 15, 2018 at 10:00 a.m. (Eastern Time), has been adjourned to **Tuesday, November 27, 2018 at 1:30 p.m. (Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that the objection deadline to the DIP ABL Financing is adjourned for all parties to **Thursday, November 15 at 4:00 p.m. (Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that the objection deadline to the Junior DIP Financing has been adjourned **to a date to be announced**.

The Debtors believe this brief adjournment is in the best interests of their estates and will provide the Debtors with the time necessary to consider the available financings and maximize value. The Debtors are evaluating and negotiating with competing, unaffiliated groups for incremental DIP financing. And given the Debtors' current favorable liquidity position, the Debtors have the requisite flexibility to not only continue these negotiations but to also further socialize the terms with their key stakeholders, including their DIP ABL Lenders and

the Official Committee of Unsecured Creditors. Moreover, due to the interplay between the DIP ABL Financing and the Junior DIP Financing, the Debtors have adjourned the final hearing to approve the DIP ABL Financing. Accordingly, the Debtors believe the adjournment to November 27, 2018 at 1:30 pm (Eastern Time) will provide the Debtors with the opportunity to negotiate incremental DIP financing on the best possible terms.

Dated: November 9, 2018
New York, New York

/s/ Sunny Singh
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